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**Comptroller of the Currency  
Administrator of National Banks**

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Licensing Operations  
Southern District Office  
500 North Akard Street, Suite 1600  
Dallas, Texas 75201-3323

**Conditional Approval #618  
January 2004**

December 16, 2003

Tracy A. Dixon  
501 S. West Street  
Bainbridge, Georgia 39818

Re: Proposed First National Bank of Decatur County, Bainbridge, Georgia  
Charter Application No. 2003-SW-01-0008

Dear Mr. Dixon:

The Office of the Comptroller of the Currency (OCC) has reviewed your application to establish a new national bank with the title of First National Bank of Decatur County. On December 16, 2003, the OCC granted preliminary conditional approval of your charter application after a determination that your proposal met certain regulatory and policy requirements.

This preliminary conditional approval is granted based on a thorough evaluation of all information available to the OCC, including the representations and commitments made in the application and by the Bank's representatives. We also made our decision to grant preliminary conditional approval with the understanding that the proposed Bank will apply for Federal Reserve membership and will obtain deposit insurance from the Federal Deposit Insurance Corporation (FDIC).

The OCC has granted preliminary conditional approval only. Final approval and authorization for the Bank to open will not be granted until all pre-opening requirements are met. Until final approval is granted, the OCC has the right to alter, suspend, or revoke this preliminary conditional approval should the OCC deem any interim development to warrant such action.

This preliminary conditional approval is subject to the following condition:

The Bank: (i) shall give the OCC's Florida – North Field Office at least sixty (60) days prior written notice of the Bank's intent to significantly deviate or change from its

business plan or operations<sup>1</sup> and (ii) shall obtain the OCC's written determination of no objection before the Bank engages in any significant deviation or change from its business plan or operations. For the first three years of operation, the Bank also must provide a copy of such written notice to the FDIC's Atlanta Office

This condition is a condition "imposed in writing by the agency in connection with the granting of any application or other request" within the meaning of 12 USC 1818. As such, this condition is enforceable under 12 USC 1818.

The Bank's initial paid-in capital shall be no less than \$5.0 million less organizational and pre-opening expenses. The manner in which capital is raised must not deviate from that described in the business plan without prior OCC notification. If the capital for the Bank is not raised within 12 months, or if the Bank is not opened for business within 18 months from the preliminary conditional approval date, this approval expires. The OCC is opposed to granting extensions, except under the most extenuating circumstances and when the OCC determines that the delay is beyond the applicant's control. The organizers are expected to proceed diligently, consistent with their application, for the Bank to open for business as soon as possible.

Final approval will not be granted until and unless the Federal Reserve acts favorably on your application to acquire the Bank. You must furnish the OCC with a copy of all related filings to the Federal Reserve, including registration material. Send this information to Joseph T. Burbridge, Licensing Analyst, in our Dallas District Office.

The OCC poses no objection to the following persons serving as executive officers, directors, and/or organizers as proposed in the application:

<u>Name</u>	<u>Title</u>	<u>Name</u>	<u>Title</u>
Tracy Dixon	Organizer, Director, CEO	William Allen	Organizer
LeRoy Adams	Organizer, Director	Stanley Brock	Organizer
Donald Barber	Organizer, Director	Mark Burkett	Organizer
Winston Brock	Organizer, Director	Greg Calhoun	Organizer
Ronnie Cox	Organizer, Director	Johnny Dowdy	Organizer
Vance Custer	Organizer, Director	Charlie Keaton	Organizer
Don Kirksey	Director	Joe Livingston	Organizer
Vance Martin	Organizer, Director	Carroll Middleton	Organizer
E. Dewey Robinson	Organizer, Director	Jack Mills	Organizer
Ralph Smith	Organizer, Director	Roger Mills	Organizer
Tim Smith	Organizer, Director	Homer Yarbrough	Organizer
Charles Whittaker	Organizer, Director		

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<sup>1</sup> If such deviation is the subject of an application filed with the OCC, no separate notice to the supervisory office is required.

We have not completed our background checks on Eddie Scott, Wayne Sirmons or Donna Kelley. Accordingly, their continued service will be dependent on satisfactory completion of the background investigations process.

Prior to the Bank's opening, the Bank must obtain the OCC's prior written determination of no objection for any additional organizers or executive officers, or directors appointed or elected before the person assumes the position. For a two-year period after the Bank commences business, the Bank must file an Interagency Biographical and Financial Report with the OCC and receive a letter of no objection from the OCC prior to any new executive officer or director assuming such position.

The "Corporate Organization" booklet in the *Comptroller's Licensing Manual* provides guidance for organizing your bank. The booklet is located at the OCC's web site: [www.occ.treas.gov/corpbok/group1/public/pdf/corporg.pdf](http://www.occ.treas.gov/corpbok/group1/public/pdf/corporg.pdf) The booklet contains all of the steps you must take to receive your charter.

As detailed in the booklet, you may establish the corporate existence of and begin organizing the Bank as soon as you adopt and forward Articles of Association and the Organization Certificate to Joseph T. Burbridge, Licensing Analyst, in this office for our review and acceptance. As a "body corporate" or legal entity, you may begin taking those steps necessary for obtaining final approval. The Bank may not begin the business of banking until it fulfills all requirements for a bank in organization and the OCC grants final approval.

Enclosed are standard requirements and minimum policies and procedures for new national banks. The Bank must meet the standard requirements before it is allowed to commence business and the Board of Directors must ensure that the applicable policies and procedures are established and adopted before the Bank begins operation.

Under separate cover, the OCC will send to you an appropriate set of OCC handbooks, manuals, issuances, and selected other publications. This information does not include the *Comptroller's Licensing Manual*, which is available only in electronic form at our web site: <http://www.occ.treas.gov/corpapps/corppapplic.htm>.

This preliminary conditional approval and the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States (U.S.), any agency or entity of the U.S., or any officer or employee of the U.S., and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. The foregoing may not be waived or modified by any employee or agent of the OCC or the U.S.

Please direct any questions to me or to Licensing Analyst Joseph Burbridge at (214) 720-7052,

Tracy A. Dixon  
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e-mail [joseph.burbridge@occ.treas.gov](mailto:joseph.burbridge@occ.treas.gov).

Yours truly,

*/s/ Karen H. Bryant*

Karen H. Bryant  
Licensing Manager

Enclosures: Standard Requirements  
Minimum Policies and Procedures